

## **EXHIBIT 5**

### **By-Laws for The Rhode Island Human Resource Investment Council**

#### **Article I - Authority**

##### **Section 1.01 Authority**

The Human Resource Investment Council, hereinafter referred to as "the Council," is established by Article 68, 92-H-9335 Sub. A, enacted by the 1992 session of the Rhode Island General Assembly and signed into law by Governor Bruce Sundlun on July 14, 1992

#### **Article II - Name and Objective**

##### **Section 2.01 Name**

The council shall be known as the Rhode Island Human Resource Investment Council.

##### **Section 2.02 Objectives**

The objectives of the Council shall be:

- (1) To establish statewide policies, goals and guidelines for the coordination of all employment and training programs and related services, and employment-related educational programs, within the state.
- (2) To support efforts that will increase and improve the skill base of Rhode Island's workforce.
- (3) To cooperate with appropriate entities in an effort to help coordinate employment, training, and related services with economic development strategies.
- (4) To advise the Governor in these matters and to attend to those specific tasks which may be delegated to the Council from time to time by the Governor.

#### **Article III - Membership of the Council**

##### **Section 3.01 Appointments to the Council**

Members of the Council are appointed in accordance with Section 42-102-2, Chapter 102 of the Rhode Island General Laws.

**Section 3.02 Removal and Resignation**

The Executive Committee of the Council may recommend to the Governor the removal of any Council member who fails to attend three (3) consecutive Council meetings. Any Council member may resign, at any time, by giving written notice to the Governor. Any such resignation shall take effect at the date of receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. It is understood that this provision shall not apply to statutory members who serve by virtue of their office or position.

**Section 3.03 Vacancies**

Vacancies on the Council shall be filled by the Governor in the same manner in which the original appointment was made.

**Section 3.04 Term**

The members of the Council who are not specifically statutorily designated members are appointed to three-year terms once the phase-in specified in Chapter 102, Section 42-102-4 is completed.

**Article IV - Officers**

**Section 4.01 Number and Title**

There shall be a Chairperson of the Council who shall be appointed by the Governor. The Council shall elect a vice-chairperson. The Director of the Rhode Island Department of Labor and Training shall serve as Executive Director of the Council.

**Section 4.02 Duties of the Chairperson**

That chairperson of the Council shall:

- (1) Preside at all meetings of the Council, if present;
- (2) Execute instruments, when authorized by the Council, in the name of the Council;
- (3) Call special meetings of the Council, or reschedule a regular meeting of the Council;
- (4) Be, ex-officio, a member of all standing committees, and he/she shall be Chairperson of the Executive Committee;
- (5) Exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Governor, or the Council, or prescribed by the by-laws; and, in general, to perform all the duties incident to the office of the Chairperson.

#### **Section 4.03 Duties of the Vice-Chairperson**

In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson, and, when so acting, shall have all the powers of, and be subject to all the restrictions, upon the Chairperson. The Vice-Chairperson shall have such other powers, and perform such other duties, as, from time to time, may be prescribed by the Council or the by-laws.

### **Article V - Committees**

#### **Section 5.01 Executive Committee**

The Council Chairperson shall also serve as Chairperson of the Executive Committee, which shall consist of the Council Vice-Chairperson, the Chairpersons of the several committees, and up to three (3) additional members. The Council may delegate to such Committee, subject to the control of the Council, any of the powers and authority of the Council in the management of the day-to-day affairs of the Council, except the power to amend or repeal the by-laws. The Council by such affirmative vote, may, at any time, modify or revoke any or all of the authority so delegated to such Committee, and changes the number of Committee members. Such Committee shall have power to determine the form of its organization, and to establish such rules and regulations governing its proceedings and meetings as it shall see fit; provided, however, that a reasonable notice of all meetings of the Committee shall not be valid unless approved by the affirmative vote or consent of a majority of the Committee. The Committee shall keep regular minutes of its proceedings, and report the same to the Council from time to time.

#### **Section 5.02 Other Committees**

The Council, by an affirmative vote of a majority of the members present, may create such other committees that shall have, and may exercise, such powers as shall be conferred or authorized by resolution of the Council. A majority of any such committee may determine its action, and fix the time and place of its meetings, unless the Council shall otherwise provide. The Council, by such affirmative vote, shall have power, at any time, to change the powers, and to dispose of, any such committee.

#### **Section 5.03 Committee Meetings**

Committees shall meet as necessary to fulfill their responsibilities.

**Section 5.04 Committee Membership**

The Chairperson of the Council shall have the authority to designate members of the Council to sit on committees, at the Chair's discretion.

**Section 5.05 Appointment of Chairpersons of the Several Committees of the Council**

The Chairperson of the Council shall have the authority to appoint committee chairpersons.

**Section 5.06 Committee Quorum and Proxy Representation on Committees**

At all meetings of the various committees of the Council, the presence, in person, of fifty percent (50%) of the membership of said committee shall, at any meeting, constitute a quorum for the transaction of business. However, committee members may designate a proxy pursuant to the provisions of Section 6.11(a), 6.11(b), 6.11(c) of these by-laws, or any amendment thereof, to attend and participate in such meetings, but the proxy shall not be entitled to vote.

**Article VI - Meetings**

**Section 6.01 Meetings**

The council shall meet at least quarterly at a place, date and time to be designated by the Chairperson.

**Section 6.02 Notice of Meetings to Members**

Notice of all meetings shall be given, in writing, to the Council.

**Section 6.03 Time of Notice**

Notice of any meeting of the Council shall be sent to each Council member not less than seven (7) days before the meeting; this may be waived, consistent with the Open Meetings Law and other applicable provisions, if circumstances warrant.

**Section 6.04 Contents of Meeting**

Notice of any meeting of the council shall specify the place, the day, and the hour of the meeting, and, where practicable, an agenda of the business to be conducted at said meeting. In the case of a special meeting, the notice shall contain the general nature of the business to be transacted.

**Section 6.05 Notice of Adjourned Meeting**

When a Council meeting is adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting.

**Section 6.06 Calling of Special Meetings**

The Chairperson of the Council, a majority of the members of the Council, or a majority of the Executive Committee shall have the authority to call a special meeting of the Council.

**Section 6.07 Quorum of the Council**

The presence, in person, of one half (50%) of the membership of the Council plus one (1) shall, at any meeting, constitute a quorum for the transaction of business.

**Section 6.08 Loss of Quorum**

The Council members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Council members to leave less than a quorum.

**Section 6.09 Adjournment for Lack of Quorum**

In the absence of a quorum, any meeting of the Council may be adjourned from time to time by the vote of a majority of those members present, but no other business may be transacted.

**Section 6.10 Mail Ballots**

Voting by mail ballot shall not be allowed.

**Section 6.11 Voting by Proxy**

Members of the Council may be allowed to vote by proxy only on those votes concerning amendments to these by-laws. Proxy voting on all other matters shall not be allowed.

**Section 6.11(a) Proxies**

Every Council member shall have the right to vote on amendments to the by-laws, either in person or by means of his/her agent authorized by a written proxy, executed by such member, and filed with the Chairperson or Executive Director of the Council.

#### **Section 6.11(b)Term of Proxies**

A proxy is not valid after the expiration of two (2) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy it to continue in force, which in no case shall exceed (1) year from the date of execution.

#### **Section 6.11©Revocation and Supersession of Proxies**

Any proxy duly executed is not revoked and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date is filed with the Chairperson or Executive Director of the Council.

#### **Section 6.11(d)Council's Determination of Execution and Use of Proxies**

The Council may, before any meeting where a vote on amendments to the by-laws is to occur, prescribe additional regulations concerning the manner of execution and filing of proxies, and the validation of the same, which are intended to be voted at any such meeting. However, at any Council meeting at which amendments to the by-laws are to be voted upon, a designee or representative of a Council member holding a valid proxy may be counted for purposes of determining a quorum. However, such proxy shall not be allowed to vote on any other matters at said meeting, other than the amendment(s) to the by-laws.

#### **Section 6.12 Executive Session**

The Council, upon an affirmative vote of a majority of its members, may vote to go into executive session, and hold a meeting closed to the public. The vote of each Council member on the question of holding a meeting closed to the public, and the reasons for holding such a meeting, shall be recorded and entered in the minutes of the meeting. A meeting or executive session so closed to the public shall be limited to the following matters:

- (1) Any discussions of the job performance, character, physical or mental health of a person or persons, provided that such person or persons affected may require that such discussion be held at an open meeting.
- (2) Sessions pertaining to collective bargaining or litigation, or work sessions pertaining to the same;
- (3) Discussion regarding the matter of security, including, but not limited to, the deployment of security personnel or devices;

- (4) Any investigative proceedings regarding allegations of misconduct, either civil or criminal;
- (5) Any discussions or considerations related to the acquisition or lease of real property for public purposes, or of the disposition of public-held property, wherein advance public information would be detrimental to the interest of the public.
- (6) Any discussions related to, or concerning, a prospective business or industry locating in the State of Rhode Island, when an open meeting would have a detrimental effect on the interest of the public.
- (7) A matter related to the question of the investment of public funds where the premature disclosure would adversely affect the public interest. Public funds shall include any investment plan or matter related thereto, including, but not limited to, state lottery plans for new promotions.
- (8) Any and all matters which may be contained in Title 42, Chapter 46, Section 5, of the Rhode Island General Laws, or any amendment thereof.

**Section 6.13 Voting**

Unless otherwise specified in these by-laws, or by state or federal law or regulation, all matters voted upon by the Council or its sub-committees shall be enacted by a simple majority of those Council members present and eligible to vote. All members are expected to refrain from casting a vote when such action would constitute a conflict of interest.

**Section 6.14 Open Meetings Law**

All meetings of the Council or its committees shall comply with the State's Open Meeting Law.

**Article VII - Council Support Staff**

**Section 7.01 Council Support Staff Establishment**

The Council Chairperson may recommend to the Governor a staffing configuration sufficient to support the work of the Council.

**Section 7.02 Executive Director**

The Director of the Rhode Island Department of Labor and Training, or a designated member of his staff or her staff, shall serve as the Executive Director of the Council.

### **Section 7.03 Council Support Staff Duties**

The Council Support Staff shall:

- (1) attend to the logistical needs of the Council and its several committees;
- (2) provide professional and clerical support to the Council and its several committees;
- (3) conduct liaison and coordination activity with various entities on behalf of the Council and its several committees.
- (4) Certify by-laws. Certify and keep, at the office of the Council, or such other place as the Council may order, the original, or a copy, of its by-laws, as amended or otherwise altered, to date.
- (5) Minutes of Meetings. Keep at the office of the Council, or such other place as the Council may order, a book of minutes of all meetings of the Council, Executive Committee, and other committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Council meetings and the proceedings thereof.
- (6) Notices. See that all notices are duly given, in accordance with the provisions of these by-laws, or as required by law.
- (7) Reports and Statements. See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
- (8) Exhibit Records. Exhibit, at all reasonable times, to any Council members, upon application, the by-laws and minutes of proceedings of the Council and its committees.
- (9) Other Duties. In general, perform all duties necessary for the proper functioning of the Council and such other duties as, from time to time, may be assigned by the Executive Director of the Council.

## **Article VIII - Amendments to By-Laws**

### **Section 8.01 Amendments**

These by-laws shall not be amended except by a two-thirds (2/3) affirmative vote of the members constituting the Council at a properly called and noticed Council meeting.

### **Section 8.02 Vote to Amend**

No vote to amend the by-laws shall be taken unless notice, in writing, and a copy of the proposed changes, have been given to the Council membership at least two (2) weeks prior to the Council meeting at which the vote on said amendment is to be taken.



## **Article IX - Parliamentary Authority and Other Operating Procedure**

### **Section 9.01 Parliamentary Procedure**

Roberts Rules of Order shall govern the proceedings of Council meetings, insofar as they are not inconsistent with these by-laws. These rules may be relaxed at the discretion of the Chairperson, in view of the nature of the discussion, should there be no objection from the membership.

### **Section 9.02 Roll Call Vote**

Any Council member, on any vote of the Council, may request a roll call vote.